

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

RICHARD A. WILLIAMSON, On Behalf of and
as Trustee for At Home Bondholders'
Liquidating Trust,

Plaintiff,

vs.

VERIZON COMMUNICATIONS INC.,
VERIZON SERVICES CORP.,
VERIZON CORPORATE RESOURCES
GROUP LLC,
VERIZON DATA SERVICES LLC,
VERIZON NEW YORK INC.,
AT&T INC.,
AT&T OPERATIONS, INC.,
AT&T SERVICES, INC.,

Defendants.

Case No.: 11-CV-4948

DECLARATION OF SCOTT MAIR

I, Scott Mair, hereby state as follows:

1. I am over the age of 18 and am competent to make this declaration. I have personal knowledge of the matters stated herein.
2. I am employed as Senior Vice President, Wireless Performance and Network Operations Centers by AT&T Operations, Inc. My business address is 208 S. Akard St., Dallas, Texas. I live in Frisco, Texas, a town just 30 miles from Dallas, but more than 1500 miles from New York, New York.
3. I have worked on projects related to U-verse since July 2006.

4. I am involved in supervising the development of U-verse services. I am involved in supervising the development of the U-verse network.

5. I understand that this lawsuit involves allegations concerning and relating to the U-verse product. Witnesses knowledgeable about those matters are located in or in close proximity to the Northern District of Texas, officing in Irving and Richardson.

6. Approximately 1000 operations personnel work full or part time on the U-verse product—500 are based at 6000 Las Colinas Blvd., Irving, Texas, 75039, and another 25 are based in Richardson, Texas. Included are 614 full or part time Tier 2 Customer Care agents in Dallas. There are approximately 229 full or part time AT&T employees dedicated to the account retention and sale of U-verse located in Arlington. Concentrated groups of people working on U-verse are also in other locations in Texas, such as San Antonio (Product Management; Network Design and Planning; Capital Management), Austin (Lab Testing) and Plano (Lab Testing). None are based in or near New York, New York.

7. Several key network locations for U-verse are located in and around Dallas, Texas. In addition, numerous witnesses, and documents concerning routing, switching, delivering, and caching packet data for AT&T's U-verse network and services are located in Irving and Richardson, Texas.

- a. The U-verse Network Operations Center ("NOC") is located at 6000 Las Colinas Blvd., Irving, Texas, 75039. The NOC addresses issues concerning routers and switches for U-verse. Key AT&T employees with knowledge of U-verse at this location include Tom McCrady, Director of Video Operations Center IP Ops, who is familiar with routing and switching in the U-verse access network, and use of Internet Protocol (IP, a packet-based communications protocol) in the U-verse

access network. Mr. McCrady works at the Irving NOC and lives in Lewisville, Texas, a town just 20 miles from Dallas, but over 1500 miles from New York. Mr. McCrady may be an important witness in this case to provide testimony about routing and switching packets to and from subscribers in the U-verse access network. Furthermore, he likely has documents or other evidence relating to routing and switching packets to and from subscribers in the U-verse access network.

- b. Working for Mr. McCrady in Irving, Texas are seven Area Managers, supervising a team of 122 Network Support Engineers, all responsible for the monitoring and maintenance of AT&T's U-verse Access IP network. These Area Managers are familiar with routing and switching of data packets in the U-verse access network. They will be able to provide testimony about routing and switching packets to and from subscribers in the U-verse access network. Furthermore, they likely have documents or other evidence relating to routing and switching packets to and from subscribers in the U-verse access network.
- c. Another potential witness at the Irving, Texas NOC is Alejandro Olea (Director Video Operations Center - IP Operations). Mr. Olea lives in Dallas, Texas, over 1500 miles from New York. Mr. Olea's primary focus is the IP Television (IPTV) platform or application and the Microsoft platform that enables the service. Mr. Olea works with the IPTV application and the thousands of servers that run the application making it available to our customer base. Working for Mr. Olea are 15 Area Managers who have more than 50 Senior Network Engineers working for them. As previously indicated, their primary focus is the

monitoring, growth and maintenance of the IPTV platform, its application and the servers that run the application. These Area Managers are familiar with the operation of the IPTV application which provides the U-verse service. Mr. Olea is also responsible for all IPTV Project Management and Methods and Procedures in the IPTV Service Operations world. There are three Area Managers working for Mr. Olea in the IPTV Project Management and Methods and Procedures area that support the staff and these initiatives. These Area Managers are familiar with U-verse methods and procedures. Mr. Olea and the Area Managers and Senior Network Engineers working with him will be able to provide testimony about video data packets sent over the U-verse network and provided to U-verse subscribers. Furthermore, they likely have documents or other evidence relating to video data packets provided to U-verse subscribers.

- d. Steve Davis (Director, IT Information Technology) is another potential witness who works in Irving and lives in Frisco, Texas, just 30 miles from Dallas, but more than 1500 miles from New York. Mr. Davis manages a team responsible for supporting the day to day physical management of the VHO infrastructure, which includes commercial power, UPS, CRAC units, and the installation and decommissioning of new hardware. Mr. Davis and his team also work with local content providers on video acquisition and support other departments with remote hands for the equipment those other departments monitor and support. The team also implements changes on site or monitors the changes made by third-party vendors on site. There are nine Area Managers that support the U-verse VHO and SHO Facilities. These Area Managers are familiar with VHO locations and

operations. Mr. Davis and the Area Managers and Senior Managers working for him will be able to provide testimony about locations, plans, and operations for the VHOs that transmit video data packets to U-verse subscribers. Furthermore, they likely have documents or other evidence relating to locations, plans, and operations for the VHOs that provide video data packets to U-verse subscribers.

- e. Jeff Weber is another potential witness who lives and works in Dallas, more than 1500 miles from New York. Mr. Weber is Vice President of U-verse and Video Products. Mr. Weber has worked on projects related to U-verse since 2004, and has been involved with U-verse since AT&T first introduced the service. During that time, he has been involved in various roles related to the design, development, integration, testing, and commercial introduction of the U-verse service. Mr. Weber will be able to provide testimony about the design, implementation, and management of the U-verse product. Furthermore, he will likely have documents or other evidence relating to the design, implementation, and other aspects of the U-verse product.
- f. All of the individuals listed above are potential trial witnesses who, depending on the ultimate nature of Plaintiff's contentions, may testify to the design and architecture of AT&T's U-verse network, as well as routing, switching, and caching of data packets in the network. None of the individuals identified above (Mr. Olea, Mr. McCrady, Mr. Davis, and Mr. Weber) live or work within 100 miles of New York, but all live in Dallas or within a close distance from Dallas, Texas (*i.e.*, in Frisco or Lewisville).

8. VHOs, which include U-verse databases and local video encoding and distribution equipment, are located throughout the country. There is presently one VHO located in Dallas. There are no VHOs in New York or elsewhere in the Southern District of New York.

9. No work pertaining to the design, development, testing, integration, construction, or commercial introduction of U-verse has occurred in New York.

10. No network operations are or have been in New York. No network operations location is or has been within 100 miles of New York.

11. No management activities, financial analysis, or financial reporting for the U-verse business have taken place in New York.

12. None of AT&T's potential witnesses or document custodians regarding the accused systems are located within 100 miles of New York, New York.

13. U-verse is available in Dallas and Fort Worth. U-verse is also available in many areas around Dallas, such as Rockwall and Forney, in the Northern District of Texas, Dallas Division, and McKinney, Allen, and Plano in the Eastern District of Texas, Sherman Division. Network components for providing U-verse services to subscribers are present in these areas.

14. U-verse is not available for purchase in New York. Network components for providing U-verse services to subscribers are not present in New York.

I hereby declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 17th day of October, 2011.



Scott Mair